

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

Re Docket No. ____

**ORDER AUTHORIZING DEBTORS TO FILE
UNDER SEAL CERTAIN INFORMATION RELATED TO
DEBTORS' MOTION TO APPROVE KEY EMPLOYEE RETENTION PLAN**

Upon consideration of the motion (the "Motion to Seal")² of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for the entry of an order (this "Order"), pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, (a) authorizing the Debtors to file under seal certain portions of the exhibits to the proposed order on the *Debtors' Motion to Seal for an Order (I) Approving Terms and Authorizing Implementation of Non-Insider Key Employee Retention Plan; (II) Authorizing Debtors to Remit Funds to Non-Debtor Affiliate for Bonus Payments; and (III) Granting Related Relief* (the "KEIP/KERP Motion"), which provide confidential details regarding the key employee retention plan that the Debtors are seeking authority to implement and confidential and commercially-sensitive information regarding the Consumer Brands Sale Proceeds; and (b) granting such other and further relief, all as more fully set forth in the KEIP/KERP Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C.

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² A capitalized term used but not defined herein have the meaning ascribed to it in the Motion to Seal.

§§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having found that venue of this proceeding and the Motion to Seal in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion to Seal and opportunity for a hearing on the Motion to Seal were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion to Seal and having heard the statements in support of the relief requested therein at an interim hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion to Seal and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Seal is GRANTED, as set forth herein.
2. The Debtors are authorized to file the exhibits to the proposed order on the KEIP/KERP Motion under seal, and such seal shall be maintained pursuant to Local Rule 9018-1. The sealed portions shall remain strictly confidential and use of such information shall be subject to Local Rule 9018-1.
3. Unredacted versions of the KEIP/KERP Motion shall not be disseminated to anyone other than: (a) the Court; (b) the U.S. Trustee; (c) the DIP Lender; and (d) the Prepetition Lenders, without either: (i) the express consent of the Debtors; or (ii) further order of the Court, which order shall not be granted without notice and an opportunity to object being provided to the Debtors. Such parties shall be bound by this Order and shall keep confidential all information in

the sealed portions of the KEIP/KERP Motion. Such parties shall not disclose the contents thereof to any party whatsoever.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion to Seal.

6. The Court retains jurisdiction with respect to all matters arising from or relating to the implementation, interpretation, and enforcement of this Order.